

**THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:)	
	)	Chapter 11
NOBLE INTERNATIONAL, LTD.)	
	)	Case No. 09-(_____)
)	
Debtors.	)	Tax I.D. No. (38-3139487)
)	
In re:	)	Chapter 11
)	
NOBLE ADVANCED TECHNOLOGIES, INC.	)	Case No. 09-(_____)
)	
)	
Debtors.	)	Tax I.D. No. (80-0079417)
)	
In re:	)	Chapter 11
)	
NOBLE LAND HOLDINGS, INC.	)	Case No. 09-(_____)
)	
)	
Debtors.	)	Tax I.D. No. (38-3399828)
)	
In re:	)	Chapter 11
)	
NOBLE MANUFACTURING GROUP, INC.	)	Case No. 09-(_____)
)	
)	
Debtors.	)	Tax I.D. No. (38-3424360)
)	

MOTION TO APPROVE EMPLOYEE
INCENTIVE PAYMENTS

In re:

NOBLE METAL PROCESSING - KENTUCKY,
G.P.

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (38-3637513)

In re:

NOBLE METAL PROCESSING, INC.

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (38-2672375)

In re:

NOBLE METAL PROCESSING-INDIANA, INC.

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (35-2063880)

In re:

NOBLE METAL PROCESSING-NEW YORK,
INC.

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (20-8671115)

In re:

NOBLE METAL PROCESSING-OHIO, LLC

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (20-3577959)

In re:

NOBLE METAL PROCESSING-WEST
MICHIGAN, INC.

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (38-2569914)

In re:

NOBLE SWISS HOLDINGS, LLC

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. ()

In re:

NOBLE TSA, LLC

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. ()

In re:

NOBLE TUBE TECHNOLOGIES, LLC

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (20-3551522)

In re:

PROTOTECH LASER WELDING, INC.
(d/b/a/ LWI LASER WELDING
INTERNATIONAL)

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (38-3214329)

)	
)	
In re:	)	Chapter 11
)	
TAILOR STEEL AMERICA, LLC	)	Case No. 09-(_____)
)	
)	
Debtors.	)	Tax I.D. No. ()
_____)	

**DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING
INCENTIVE PAYMENTS TO DEBTORS' EMPLOYEES**

The Debtors,¹ by and through their attorneys, Foley & Lardner LLP, hereby submit this Motion for entry of an order pursuant to Sections 105(a), 363(b) and 503(b) of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 6004-2 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Michigan (the “Local Rules”) authorizing incentive payments to certain of the Debtors’ employees (the “Motion”). In support of this Motion, the Debtors rely on the Declaration Of David J. Fallon In Support Of Chapter 11 Petitions And First Day Orders sworn to on April 15, 2009 (the “Fallon Declaration”). In further support of this Motion, the Debtors represent as follows:

¹ The Debtors in the cases include: Noble International, Ltd. (“Noble”); Noble Advanced Technologies, Inc., Case No. [____]; Noble Land Holdings, Inc., Case No. [____]; Noble Manufacturing Group, Inc., Case No. [____]; Noble Metal Processing – Kentucky, G.P., Case No. [____]; Noble Metal Processing, Inc., Case No. [____]; Noble Metal Processing – Indiana, Inc., Case No. [____]; Noble Metal Processing – New York, Inc., Case No. [____]; Noble Metal Processing – Ohio, LLC, Case No. [____]; Noble Metal Processing – West Michigan, Inc., Case No. [____]; Noble Swiss Holdings, LLC, Case No. [____]; Noble TSA, LLC, Case No. [____]; Noble Tube Technologies, LLC, Case No. [____]; Prototech Laser Welding, Inc. (d/b/a/ LWI Laser Welding International), Case No. [____]; Tailor Steel America, LLC, Case No. [____].

BACKGROUND

A. The Chapter 11 Filings

1. On April 15, 2009 (the “Petition Date”), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”).

2. The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. The Debtors have filed a motion requesting joint administration of the Debtors’ chapter 11 cases.

4. No trustee or examiner has been appointed and no committees have been appointed or designated in the Debtors’ chapter 11 cases.

5. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

6. The statutory predicates for the relief requested herein are sections 105(a), 363(b) and 503(b) of the Bankruptcy Code.

B. The Debtors’ Business Operations

7. Collectively, the Debtors are a full-service provider of flat, tubular, shaped and enclosed formed structures to automotive original equipment manufacturers (“OEMs”) and their suppliers, for use in automobile applications, including doors, fenders, body side panels, pillars, bumpers, door beams, load floors, windshield headers, door tracks, door frames, and glass channels (the “Noble Business”).

8. The formed structures are created using laser-welding, roll-forming, and other technologies. Combining roll-forming and laser-welding technologies allows the Debtors to

create more complex, finished impact and structural products, improving safety in more parts of the vehicle. This combination is particularly important as the need to produce safer and lighter vehicles becomes the focus of the automotive industry. In addition, both laser-welding and roll-forming offer advantages over costly traditional stamping methods, including more efficient processing, better material utilization and lower total cost.

9. The Debtors operate seven production facilities in the United States, and have approximately 821 full-time employees. For the fiscal year ended December 31, 2008, the Debtors had sales from continuing operations of approximately \$374.2 million.

10. The Debtors were formed in 1993, and since then have completed numerous significant acquisitions and divestitures. In October 2006, the Debtors completed the acquisition of all outstanding common stock of Pullman Industries, Inc. ("Pullman") for approximately \$122.1 million, including cash of \$90.7 million, the assumption of long-term debt of \$22.0 million, and contingent consideration of approximately \$14.0 million, offset by cash acquired of \$4.6 million (the "Pullman Transaction"). Pullman operated four facilities in the United States and two facilities in Mexico. Pullman's product line consisted primarily of structural, impact and trim roll-formed components for automotive and furniture applications, which enabled the Debtors to create more advanced tubular, shaped and enclosed formed structures to meet the future demands of the automotive industry.

11. In August 2008, the Debtors completed the purchase of the Tailored Laser-Welded Blank operations of Arcelor S.A., a member of the ArcelorMittal group, the world's largest steel company (the "Arcelor Transaction"). The total value of the Arcelor Transaction was approximately \$300 million, with Arcelor receiving 9.375 million shares of the common stock of Noble International, Ltd., and with the balance of the purchase price in the form of cash,

assumption of certain obligations, and a subordinated note. The Arcelor Transaction provided the Debtors with considerable customer and geographic diversification.

12. The Noble Business is conducted, directly and indirectly, by the various entities that constitute the Debtors. The corporate structure of the Debtors is dictated both by geography and by the legacy structure of the corporate entities acquired in the Arcelor Transaction and the Pullman Transaction. The systems, operations, functions and cash flows of the various Debtor entities are integrated such that the Debtors operate the Noble Business on a consolidated basis.

13. The common stock of Noble International, Ltd. is publicly traded on the NASDAQ stock exchange under the symbol "NOBL." Major shareholders include ArcelorMittal S.A. ("Arcelor"), which owns approximately 49.9% of the outstanding shares, Soundpost Partners, L.P. and Jamie Lester, who jointly own approximately 4.9% of the outstanding shares, and St. Denis J. Villere & Company, LLC, which owns approximately 3.3% of the outstanding shares. Certain officers and directors of Noble International, Ltd. are also shareholders.

14. Noble International, Ltd. is the sole holder of equity in Noble European Holdings, B.V., which is not a Debtor in these cases, and which through its subsidiaries operates seven facilities, primarily in Western Europe, as well as joint ventures in China, India, and Mexico. The subsidiaries of Noble European Holdings, B.V. create form structures using laser-welding technologies, primarily for use in the automotive industry.

C. Pre-Petition Indebtedness of the Debtors

15. The Debtors' principal liabilities consist of certain bank and third party debt in an approximate amount of \$118.4 million as of April 14, 2009, as follows:

- a. A senior secured credit facility consisting of a \$40 million revolving loan commitment (the availability of which is limited by a borrowing base calculation) and a

\$70 million term loan commitment, pursuant to a Sixth Amended and Restated Credit Agreement dated as of December 11, 2006, as amended, by and among Noble International, Ltd. (“Borrower”), the Lenders that are parties thereto from time to time, and Comerica Bank, as Agent for the Lenders (the “Facility”). The principal amount outstanding under the revolving loan as of April 14, 2009, was approximately \$10.2 million in the aggregate. There is no outstanding balance on the term loan. In addition, the Borrower owes approximately \$700,000 pursuant to Letter of Credit obligations under the Facility. The obligations of the Borrower under the Facility are guaranteed by Noble Advanced Technologies, Inc., Noble Tube Technologies, LLC, Noble Logistic Services, Inc., Noble Metal Processing – Ohio, LLC, Noble Metal Processing – West Michigan, Inc., Pullman Investments LLC, Noble Metal Processing – Indiana, Inc., Noble Manufacturing Group, Inc., Noble Metal Processing, Inc., Noble Land Holdings, Inc., Prototech Laser Welding Inc. (d/b/a LWI Laser Welding International), Noble Swiss Holdings, LLC, Noble Metal Processing – New York, Inc., Noble Metal Processing – Kentucky, G.P., Tailor Steel America, LLC, and Noble TSA, LLC (the “Guarantors”). The Borrower’s and Guarantors’ obligations are collectively secured by all of the accounts, chattel paper, deposit accounts, general intangibles, equipment (except as pledged to GECC), inventory, documents, computer records and software, investment property, and proceeds of the foregoing, among other collateral, of the Borrower and the Guarantors. The revolving loan accrues interest at either a margin to the prime rate or LIBOR, at the Borrower’s option; as of March 31, 2009, the revolving loan accrued interest at a rate of 5.75%;

b. A secured \$12.5 million term loan provided pursuant to a Promissory Note in favor of General Electric Capital Corporation (the “GECC Note”), executed by Noble Manufacturing Group, Inc., Noble Metal Processing, Inc., Noble Advanced Technologies, Inc., Noble Metal Processing – New York, Inc., Noble Metal Processing – Kentucky, G.P., Prototech Laser Welding, Inc. (d/b/a LWI Laser Welding International), Noble Tube Technologies, LLC, Noble Metal Processing – West Michigan, Inc., Noble Metal Processing – Indiana, Inc., Noble Metal Processing – Ohio, LLC, and Tailor Steel America, LLC (the “Obligors”). The obligations represented by the GECC Note are guaranteed by Noble International, Ltd., and are secured by certain machinery and equipment of the Obligors. The principal amount outstanding under the GECC Note as of April 8, 2009, was approximately \$11.3 million. The obligations represented by the GECC Note accrue interest at a fixed rate of 9.89%;

c. One Convertible Subordinated Note, as amended, issued by Noble International, Ltd. to HFR RVA Combined Master Trust in the principal amount of \$1.775 million, all of which remains outstanding (the “HFR Note”). The note bears interest at a rate of 8.0%, and matures on October 11, 2011. The HFR Note is subordinated to the Facility and the GECC Note. The HFR Note is convertible into shares of the common stock of Noble International, Ltd., in whole or in part, from time to time until October 11, 2011.

d. One Convertible Subordinated Note, as amended, issued by Noble International, Ltd. to Whitebox Special Opportunities Fund Partners Series B, LP, (the “WSOFP Note”) in the principal amount of \$3.0 million, all of which remains outstanding. The WSOFP Note bears interest at a rate of 8.0%, and matures on October

11, 2011. The WSOFP Note is subordinated to the Facility and the GECC Note. The WSOFP Note is convertible into shares of the common stock of Noble International, Ltd., in whole or in part, from time to time until October 11, 2011.

e. One Convertible Subordinated Note, as amended, issued by Noble International, Ltd. to Whitebox Diversified Convertible Arbitrage Partners, LP (the “WDCAP Note”) in the principal amount of \$1.5 million, all of which remains outstanding. The WDCAP Note bears interest at a rate of 8.0%, and matures on October 11, 2011. The WDCAP Note is subordinated to the Facility and the GECC Note. The WDCAP Note is convertible into shares of the common stock of Noble International, Ltd., in whole or in part, from time to time until October 11, 2011.

f. One Convertible Subordinated Note, as amended, issued by Noble International, Ltd. to Whitebox Convertible Arbitrage Partners, L.P., (the “WCAP Note”) in the principal amount of \$12,588,000, all of which remains outstanding. The WCAP Note bears interest at a rate of 8.0%, and matures on October 11, 2011. The WCAP Note is subordinated to the Facility and the GECC Note. The WCAP Note is convertible into shares of the common stock of Noble International, Ltd., in whole or in part, from time to time until October 11, 2011.

g. One Convertible Subordinated Note, as amended, issued by Noble International, Ltd. to Whitebox Combined Partners, L.P., (the “WCP Note,” and together with the HFR Note, the WSOFP Note, the WDCAP Note, and the WCAP Note, the “Whitebox Notes”) in the principal amount of \$13,637,000, all of which remains outstanding. The WCP Note bears interest at a rate of 8.0%, and matures on October 11, 2011. The WCP Note is subordinated to the Facility and the GECC Note. The WCP

Note is convertible into shares of the common stock of Noble International, Ltd., in whole or in part, from time to time until October 11, 2011.

h. One Subordinated Note issued by Noble International, Ltd. to Arcelor USA Holding, Inc., dated August 31, 2007, in the principal amount of \$15 million (the “2007 Arcelor Note”). As of April 8, 2009, approximately \$13.7 million remains outstanding on the 2007 Arcelor Note, which bears interest at a rate of 6%, and matures on August 31, 2012. The 2007 Arcelor Note is subordinate to the Whitebox Notes.

i. One Convertible Subordinated Note issued by Noble International, Ltd. to ArcelorMittal S.A., dated March 20, 2008, in the principal amount of \$50 million, all of which remains outstanding (the “2008 Arcelor Note”). The 2008 Arcelor Note bears interest at a rate of 6%, and matures on March 20, 2013. The 2008 Arcelor Note is subordinate to the Whitebox Notes. The 2008 Arcelor Note is convertible into shares of the common stock of Noble International, Ltd., in whole or in part, from time to time until March 20, 2013.

16. Accrued interest on the foregoing obligations of approximately \$2.9 million was outstanding as of April 8, 2009.

17. The Debtors also have capital lease obligations totaling approximately \$2.3 million as of March 31, 2009.

18. As of the Petition Date, the Debtors had trade debt in the approximate amount of \$25.1 million.

D. Events Leading to the Chapter 11 Filings

19. By the third quarter of 2008, business conditions facing North American and European vehicle manufacturers deteriorated significantly due to on-going and intensifying macroeconomic trends and conditions, including the global credit crunch, troubled capital markets, the housing crisis, volatile commodity prices and plunging consumer confidence. Those conditions resulted in, and are expected to continue to result in, lower levels of vehicle manufacturing by the OEMs, which in turn results in lower revenues for suppliers, including the Debtors.

20. In addition to these general factors, in the third quarter of 2008, the Debtors had significant contracts to sell parts for use in vehicle manufacturing platforms that terminated, expired and/or were not renewed. In some cases, a contract for future business was given to one of the Debtors' competitors. In others, the customer decided either to manufacture a replacement for the Debtors' product or decided to dispense with the product. The Debtors also rejected certain contract proposals based on profitability analysis. All of these factors contributed to decreasing revenue for the Debtors.

21. On February 23, 2009, Noble entered into a 30-day, binding memorandum of understanding (the "MOU") with General Motors Corporation, Ford Motor Company, Chrysler, LLC (collectively, the "Customers") and Comerica Bank, as agent for itself and other lenders (the "Lenders") under the Facility. In the MOU, the Customers agreed to expedited payment of amounts owed to Noble and other accommodations of financial benefit to Noble and agreed to provide a limited amount of short-term financing through the purchase of subordinated participations in the Facility. Accordingly, the Customers entered into a Subordinated Participation Agreement with Comerica and Noble on February 24, 2009 (the "Customers

Participation”), and Chrysler individually entered into a Subordinated Participation Agreement with Comerica and Noble on February 24, 2009 (the “Chrysler Participation”). In conjunction with the Chrysler Participation, Chrysler purchased a participation in the amount of \$6,000,000, which was funded to Noble.

22. Concurrently with the signing of the MOU, Noble and the Lenders also entered into a forbearance agreement dated February 24, 2009 (the “Forbearance Agreement”) and expiring March 23, 2009 (the “Expiration Date”) unless earlier terminated. In the Forbearance Agreement, the parties agreed, effective immediately, to terminate the Lenders’ commitment to make revolving credit advances. The revolving credit feature of the Facility has been converted into a discretionary facility, payable on demand and expiring on the Expiration Date unless extended. Under the terms of the discretionary facility, the Lenders may continue, but are not obligated, to advance funds to Noble in accordance with the Facility through the Expiration Date subject to a “borrowing base” formula and limited to \$5 million in principal amount outstanding at any time.

23. The Lenders agreed to refrain from exercising remedies under the Facility until the Expiration Date, subject to earlier termination. Earlier termination is permitted in the event of a default under the Facility (such as default on the Mexican Loan mentioned below) or a default under the Forbearance Agreement, in the event of further deterioration in the financial condition of Noble or further deterioration in the Lenders’ collateral position, or in the event that the Lenders believe that the prospect of payment or performance is impaired. Pullman de Queretaro was obligated to repay, on March 2, 2009, the Mexican Loan, which is guaranteed by Noble, in the outstanding principal amount of approximately \$9.2 million. Default on the Mexican Loan also would be a default on the Facility. Incident to entering into the revised credit

arrangements mentioned above, Comerica Bank agreed that if, on or before March 2, 2009, it received \$2 million toward repayment of the outstanding principal amount of the Mexican Loan, then it would agree to forbear, through the Expiration Date, with respect to the maturity date default on the Mexican Loan. On or about March 2, 2009, Pullman de Queretaro paid \$1.5 million to Comerica Bank and Comerica Bank agreed to forbear through the Expiration Date, with respect to the maturity date default on the Mexican Loan (the “Mexican Forbearance Agreement”).

24. On March 17, 2009, the Customers provided \$2 million to Noble by purchasing subordinated participations in the Facility pursuant to the MOU and the Customers Participation. On March 18, 2009, the Company entered into first amendments to the Forbearance Agreement (the “Forbearance Agreement Amendment”) and the Mexican Forbearance Agreement with the parties to those agreements. Pursuant to the terms of the Forbearance Agreement Amendment, Comerica Bank agreed to provide approximately \$2 million to the Company on March 19, 2009 under the terms of the Facility. Under the amendments the Lenders also agreed to maintain the Forbearance Agreement and the Mexican Forbearance Agreement through March 23, 2009.

25. The MOU was extended orally by the parties up to the Petition Date. During this extended period, the Customers provided additional short-term financing through the purchase of subordinated participations in the Facility pursuant to the Customers Participation.

26. On March 20, 2009, Noble International, Ltd. (“Noble”) filed a lawsuit against Arcelor and Powerlasers Limited and Powerlasers Corporation (together “Powerlasers”)(collectively with Arcelor, the “Defendants”). The lawsuit was filed in the Michigan Circuit Court for the County of Oakland, where it was assigned case number 09-099341-CK, the Honorable Wendy L. Potts presiding. The lawsuit alleges three counts: Count I

for injunctive relief against the Defendants, Count II for breach of contract against Arcelor, and Count III for tortious interference with contract against Powerlasers.

27. The court ordered the parties to appear and show cause why a TRO should be granted, and set that hearing for March 25, 2009. The court denied the motion for a TRO. The court did order the parties to facilitate their dispute prior to a future hearing on a preliminary injunction. A date for a preliminary injunction hearing has not been set. The case is currently pending.

E. Objectives of the Chapter 11 Filings

28. The Debtors intend to maximize value for the benefit of all stakeholders. Additional factual background relating to the Debtors, including their corporate structure, business operations, the circumstances leading to the filing of the chapter 11 cases and their existing indebtedness, is set forth in detail in the Fallon Declaration, filed concurrently herewith and fully incorporated herein by reference.²

F. Post-Petition Financing

29. The Debtors have requested this Court's authority to approve debtor-in-possession financing on the terms and conditions set forth in the DIP Financing Motion. The Debtors urgently require financing and credit under §364 of the Code to fund day-to-day operations to maintain production for their customers. Continuing production is necessary to preserve the Debtors' operations and is integral to the Debtors' estates. The Debtors believe that their inability to fund continuing production would result in a material, negative impact on their

² Capitalized terms used but not defined herein shall have the meanings ascribed to them as set forth in the Fallon Declaration.

businesses, all to the prejudice and detriment of the Debtors' creditors, customers and employees.

30. Absent immediate use of DIP Financing for their continuing business operations, the Debtors will be unable to pay operating expenses and, therefore, unable to continue to conduct their business pending the Final Hearing on the DIP Financing Motion. Consequently, if interim relief is not obtained, the Debtors' cases will be immediately and irreparably jeopardized, to the detriment of their estates, creditors and other parties in interest.

RELIEF REQUESTED

31. By this Motion, the Debtors seek the Court's authorization, under Sections 105(a), 363(b) and 503(b) of the Bankruptcy Code, to implement an employee incentive plan (the "Incentive Plan") for certain of the Debtors' employees (the "Employees").

32. The Employees' continued postpetition efforts are critical to maximizing value for all stakeholders through a successful chapter 11 process. The Employees' efforts will be needed to preserve the value of the Debtors assets through the sale process, and to prevent a disruption of critical supplies to the Debtors' Customers by facilitating the re-sourcing of the Debtors' production to other suppliers.

33. The Debtors request authorization to make payments totaling \$1,403,280 (the "KEIP Amount") to their Employees, pursuant to the Incentive Plan, as detailed on the schedule attached hereto as **Exhibit B**. The Incentive Plan provides employees of the Debtors with an adequate incentive to contribute their best efforts to the challenging tasks that will be required to maximize value through the chapter 11 process.

34. Concurrently with the commencement of these bankruptcy cases, the Debtors will be implementing a substantial reduction in several areas of the Debtors' workforce. The Debtors anticipate that those Employees who remain employed by the Debtors will be required to make

efforts above and beyond their ordinary workloads to achieve the Debtors' chapter 11 goals. Those Employees who remain employed by the Debtors are charged with preserving the value of the Debtors' estates and helping to effectuate the sale of estate assets without any expectation of continued employment by the Debtors beyond the short period required to accomplish the Debtors' chapter 11 goals. In order to provide an appropriate incentive for the added diligence that will be required, the Debtors propose to make incentive payments to those remaining Employees whose efforts result in the attainment of certain strategic goals (the "Payment Milestones")

A. The Incentive Payments

35. The Debtors propose to make Incentive Payments totaling in the aggregate up to the KEIP Amount to the following Employees whose efforts result in the successful attainment of the following Payment Milestones:

- Laser Welding Facility Employees – Payable on a facility-by-facility basis upon substantial completion of transition of laser welding business by April 30th. If substantial completion of transition does not occur by April 30th, and the primary reason for such delay was not within Noble's control, payment will occur on April 30th.
- Warren Roll Forming Employees – Payable upon sale or substantial completion of transition of the Warren roll forming business by May 31st. If sale or substantial completion of transition does not occur by May 31st, and the primary reason for such delay was not within Noble's control, payment will occur on May 31st.

- Transitional Employees – 50% payable upon substantial completion of transition of laser welding business by April 30th. If substantial completion of transition does not occur by April 30th, and the primary reason for such delay was not within Noble's control, payment will occur on April 30th. Remaining 50% payable upon sale or re-sourcing (including meeting substantially all bank build targets mutually agreed upon by Noble and OEMs) of substantially all of roll forming business by May 31st. If sale or re-sourcing of substantially all of roll forming business does not occur by May 31st, and the primary reason for such delay was not within Noble's control, payment will occur on May 31st.

36. The Debtors anticipate that certain segments of their businesses will be sold to purchasers who will maintain operations at those facilities and preserve the employment of certain Employees. Since those Employees would benefit from continuing employment under new management in the event of a successful sale, there already exists a strong incentive for those Employees to dedicate their best efforts to facilitating the sale process. However, in order to further motivate those Employees and to provide a minimum level of protection from the uncertainties of the sale process, the Debtors request authorization to make Incentive Payments to those Employees, above and beyond the KEIP Amount described above, in the event that a sale is not completed, as follows:

- Roll Forming: Employees in the Debtors' U.S. roll forming business (outside of the Warren facility, covered above) will be paid Incentive Payments totaling up to \$675,000 if the roll forming business cannot be sold to a purchaser by May 31, 2009, and the primary reason for such was not within Noble's control.

37. The Debtors shall decide in their sole discretion, through their Compensation Committee and Board of Directors, which Employees will be rewarded for attainment of the Payment Milestones, and the amount of Incentive Payments to be made to each Employee, in accordance with the schedule attached hereto as Exhibit B.

38. Eligibility of Employees for the Incentive Payments will depend on the Employee's employment by the Debtors on the appropriate trigger date (as described in the Payment Milestones), and not on the payment date.

B. Funding of the KEIP

39. The Debtors' Customers have authorized the Incentive Payments pursuant to the post-petition financing agreement (the "DIP Loan"), as submitted to this court for approval pursuant to the Debtor's Motion for Entry of Interim and Final Order Authorizing Post-Petition Financing (the "DIP Motion"). The budget attached to the DIP Motion (the "DIP Budget") illustrates the Customers' commitment to deposit funds into an Incentive Pay Escrow account, from which the Debtors will make the Incentive Payments.

40. The Customers have further agreed that additional funding for further Incentive Payments (beyond the KEIP Amount funded under the DIP Budget by payments into the Incentive Pay Escrow) shall become available for distribution pursuant the Incentive Plan if certain assets of the Debtors are sold for an amount in excess of their net book value. Specifically, the Debtors shall be permitted to sell the assets relating to: (1) Noble Metal Processing-KY, G.P.; (2) WISCO Noble (Wuhan) Laser Welding Technology Company, Ltd.; (3) the Debtor's European operations; (4) the Debtor's Asian operations; and (5) Noble Summit de Mexico S. de R.L. de C.V. (individually, a "Permitted Asset Sale" and collectively, the "Permitted Asset Sales"). The Customers have agreed that the proceeds from any Permitted

Asset Sale in excess of net book value of the applicable assets (the “Excess Proceeds”) may be used by the Debtors to supplement the Incentive Payments, among other uses.

41. The Debtors hereby request authorization to make payments pursuant the Incentive Plan of additional amounts beyond the KEIP Amount from the Excess Proceeds, to the extent that such Excess Proceeds are realized from any Permitted Asset Sales and not allocated to pay another authorized expense.

BASIS FOR RELIEF REQUESTED

42. The Incentive Plan will play a critical role in the Debtors’ ability to maximize the value of their business to achieve the most value in the contemplated Section 363 sale in these Chapter 11 Cases. The Debtors reasonably believe that the implementation of the Incentive Plan is necessary to compensate the Employees, given the additional burdens placed on them by these Chapter 11 Cases, and to ensure that the Employees remain motivated to perform the important tasks necessary to maintain the value of the Debtors’ businesses.

A. Section 363(b) of the Bankruptcy Code Authorizes the Incentive Payments

43. The Court may authorize the Debtors to implement the Incentive Plan under Section 363(b)(1) of the Bankruptcy Code. Section 363(b)(1) provides that “[t]he trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). The use, sale, or lease of property of the estate, other than in the ordinary course of business, is authorized when a “sound business purpose” justifies such action. See Stephen Indus., Inc. v. McClung, 789 F.2d 386, 390 (6th Cir. 1986) (adopting the “sound business purpose” standard for transactions pursuant to Section 363(b)).

44. Courts have found that a debtor’s use of reasonable incentive plans for employees is a valid exercise of a debtor’s business judgment. See, e.g., In re America West Airlines, Inc.,

171 B.R. 674, 678 (Bankr. D. Ariz. 1994) (it is the proper use of a debtor's business judgment to propose bonuses for employees who help propel the debtor successfully through the bankruptcy process); In re Interco, Inc., 128 B.R. 229, 234 (Bankr. E.D. Mo. 1991) ("debtors' business judgment" was controlling in approval of "performance/retention program").

45. Even since the 2005 amendments to the Bankruptcy Code, courts have approved employee incentive programs and related incentive payments as valid exercises of business judgment. See, e.g., In re Nellson Nutraceutical, Inc., 368 B.R. 787, 801 (Bankr. D. Del. 2007) (section 503(c)(1) does not restrict incentive payments to non-insider employees); In re Riverstone Networks, Inc., Case No. 06-10110 (CSS) Bankr. D. Del. Apr. 3, 2006) (approving a \$1.4 million incentive plan for the debtors' management subject to certain parties' reservation of rights); In re Pliant Corp., Case No. 06-10001 (MFW) (Bankr. D. Del. Feb. 21, 2006) (approving postpetition payments under a prepetition annual performance based incentive plan tied to both individual and corporate performance levels); In re Nobex Corp., Case No. 05-20050 (MFW) (Bankr. D. Del. Jan. 20, 2006) (approving incentive payments to two officers in connection with successful sale of company).

46. The Incentive Plan is designed to focus and align the Employees' goals with those of the Debtors to preserve and maximize enterprise value for the benefit of the Debtors' creditors. In furtherance of these goals, the Debtors carefully considered the structure of the Incentive Plan and tailored it to the specific needs of the Debtors' business. Therefore, to earn such a payment, an Employee is required to meet specified Payment Milestones set forth above, all of which are critical to the Debtors' chapter 11 strategy.

47. Given the expected benefits from the Incentive Plan in the form of employee motivation and enhanced enterprise value, the Debtors submit that the cost of the plan is reasonable.

B. Section 105(a) of the Bankruptcy Code Authorizes the Incentive Payments

48. Section 105(a) of the Bankruptcy Code empowers the Court to “issue any order, process, or judgment that is necessary to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a).

49. As stated, the Debtors believe that the Incentive Plan is critical to maximize the value of the Debtors’ estates. The Incentive Plan is essential to reward the Employees for all their efforts throughout these bankruptcy cases, to maintain the Employees’ morale, to ensure the Employees are properly focused upon the contemplated sale and re-sourcing process, and to prevent a disruption of supply to the Customers by facilitating the re-sourcing of crucial production operations. Thus, the Incentive Payments are necessary to maximize value for the Debtors’ estates, their creditors, and their stakeholders.

50. The Debtors respectfully submit that the Incentive Plan described herein for the Employees constitutes an appropriate exercise of the Debtors’ business judgment, is necessary and in the best interests of the Debtors, their creditors, and their estates and should be approved under Sections 105(a) and 363(b) of the Bankruptcy Code.

C. The Incentive Plan Is Not Subject To Section 503(c)

51. The Incentive Plan is not subject to the restrictions of section 503(c) of the Bankruptcy Code because it is not designed for the purpose of retaining key employees. As amended by BAPCPA, section 503(c) of the Bankruptcy Code restricts transfers or payments by debtors to the extent that such payments are both outside the ordinary course and made to an

“insider.” 11 U.S.C. § 503(c). Specifically, section 503(c) of the Bankruptcy Code restricts payments and other transfers in three ways: (a) it limits payments to “insiders” to the extent that such payments are made “for the purpose of inducing such person to remain with the debtor’s business”; (b) it restricts severance payments to insiders; and (c) it limits payments made to management and employees, among others, outside of the ordinary course unless such payments are shown to be justified under the facts and circumstances of the chapter 11 case. Although transfers to employees are covered, the thrust of Section 503(c) of the Bankruptcy Code is on payments made to “insiders” of the debtor.

52. Section 503(c) of the Bankruptcy code is inapplicable here because the proposed Incentive Plan is designed to incentivize the Debtors’ Employees and is not a retention plan.

53. Section 503(c) of the Bankruptcy code was not intended to restrict a debtor’s ability to use its assets to maximize the value of its estates for the benefit of creditors and other stakeholders. In several cases filed since the effective date of Section 503(c) of the Bankruptcy Code, bankruptcy courts have recognized their authority to approve incentive plans whose purpose is to maximize the value of debtors’ estates without regard to the requirements of Section 503(c) of the Bankruptcy Code. See e.g., In re Nobex Corp., Case No. 05-20050(MFW) (Bankr. D. Del. Jan. 29, 2006) (sale-related incentive plan for two senior managers approved under Sections 105 and 353 of the Bankruptcy Code because plan promotes the “sound business purpose” of maximizing value of the estate; executives may receive a combined bonus ranging from 2.5% to 12.5% of gross proceeds from the sale of substantially all of debtor’s assets where stalking horse bid was \$3.5 million); In re Calpine Corp., Case No. 05-60200 (Bankr. S.D.N.Y. May 15, 2006) (approval of an employee and management incentive plan); In re Refco, Case No. 05-60006 (RDD) (Bankr. S.D.N.Y. Jan. 17, 2006) (order under Sections 105 and 363 of the

Bankruptcy Code approving plan for 32 employees, costing \$1.4 million, including (1) a year-end bonus equal to two to four months salary, for which employee must be employed as of a future date, and (2) a “performance bonus,” equal to a multiple of salary for every month worked, with condition that employee not resign before specified date); In re Musicland Holding Corp., Case No. 06-10064 (SMB) (Bankr. S.D.N.Y. Feb. 22, 2006) (approving \$368,144 in incentive bonuses payable to 94 employees deemed critical to debtors’ restructuring efforts, as a reward for their prepetition and postpetition efforts); and In re Pliant Corp., Case No. 06-10001 (MFW) (Bankr. D. Del. Mar. 14, 2006) (approving incentive bonuses, subject to having met certain performance goals for the prior year, totaling up to \$955,100 payable to 12 insider management employees). As a result, courts have approved substantially similar employee incentive programs in other chapter 11 cases that are geared towards “paying for performance” and are not retention programs that are subject to the restrictions contained in Section 503(c) of the Bankruptcy Code. See in re Dana Corp., Case No. 06-10354 (Bankr. S.D.N.Y. Nov. 30, 2006) (approving revised annual incentive plan that makes bonuses results driven and not a key employee retention plan); In re Global Home Prods. LLC, Case No. 06-10340 (Bankr. D. Del. Mar. 6, 2007) (approving a performance and incentive based bonus plan for senior management and an incentive based sales bonus plan); In re Solutia Inc., Case No. 03-17979 (Bankr. S.D.N.Y. April 12, 2005) (approving annual performance and incentive based bonus plans).

54. As stated above, the Employees will play a pivotal role in these Chapter 11 Cases, and their continued hard work, focus and dedication is crucial to the success of the Debtors’ business. Considering the value these Employees add, implementation of the Incentive Plan is reasonable and appropriate. As a result, the Debtors submit that it is in their sound business judgment to pay the amounts contemplated in the Incentive Plan.

NOTICE

55. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the Eastern District of Michigan; (b) counsel to Comerica Bank; (c) the thirty largest unsecured creditors of the Debtors (on a consolidated basis); (d) counsel for General Motors Corporation, Ford Motor Company, and Chrysler LLC; (e) counsel for General Electric Capital Corporation; and (f) counsel for ArcelorMittal, S.A. The Debtors submit that in light of the nature of the relief requested, no further notice is required. This Motion has been submitted on an expedited basis because of the numerous matters to be considered by the Court during the initial period of these cases regarding the administration and the post-petition operations of the Debtors.

WHEREFORE the Debtors respectfully request entry of an order, the form of which is attached to this Motion as Exhibit A, granting the relief requested herein and granting the Debtors such other and further relief as may be just and appropriate under the circumstances.

Dated: April 15, 2009
Detroit, Michigan

FOLEY & LARDNER LLP

/s/ David G. Dragich
Judy A. O'Neill (P32142)
David G. Dragich (P63234)
One Detroit Center
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Detroit, MI 48226-3489
(313) 234-7100 (Telephone)
(313) 234-2800 (Facsimile)

Proposed Counsel for the Debtors and Debtors in Possession

EXHIBIT A

**THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

)	
In re:	)	Chapter 11
)	
NOBLE INTERNATIONAL, LTD.	)	Case No. 09-(_____)
)	
)	
Debtors.	)	Tax I.D. No. (38-3139487)
)	

)	
In re:	)	Chapter 11
)	
NOBLE ADVANCED TECHNOLOGIES, INC.	)	Case No. 09-(_____)
)	
)	
Debtors.	)	Tax I.D. No. (80-0079417)
)	

)	
In re:	)	Chapter 11
)	
NOBLE LAND HOLDINGS, INC.	)	Case No. 09-(_____)
)	
)	
Debtors.	)	Tax I.D. No. (38-3399828)
)	

)	
In re:	)	Chapter 11
)	
NOBLE MANUFACTURING GROUP, INC.	)	Case No. 09-(_____)
)	
)	
Debtors.	)	Tax I.D. No. (38-3424360)
)	

ORDER APPROVING EMPLOYEE
INCENTIVE PAYMENTS

In re:

NOBLE METAL PROCESSING - KENTUCKY,
G.P.

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (38-3637513)

In re:

NOBLE METAL PROCESSING, INC.

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (38-2672375)

In re:

NOBLE METAL PROCESSING-INDIANA, INC.

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (35-2063880)

In re:

NOBLE METAL PROCESSING-NEW YORK,
INC.

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (20-8671115)

In re:

NOBLE METAL PROCESSING-OHIO, LLC

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (20-3577959)

In re:

NOBLE METAL PROCESSING-WEST
MICHIGAN, INC.

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (38-2569914)

In re:

NOBLE SWISS HOLDINGS, LLC

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. ()

In re:

NOBLE TSA, LLC

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. ()

In re:

NOBLE TUBE TECHNOLOGIES, LLC

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (20-3551522)

In re:

PROTOTECH LASER WELDING, INC.
(d/b/a/ LWI LASER WELDING
INTERNATIONAL)

Debtors.

Chapter 11

Case No. 09-(_____)

Tax I.D. No. (38-3214329)

)	
)	
In re:	)	Chapter 11
)	
TAILOR STEEL AMERICA, LLC	)	Case No. 09-(_____)
)	
)	
Debtors.	)	Tax I.D. No. ()
_____)	

**ORDER AUTHORIZING
IMPLEMENTATION OF INCENTIVE PLAN**

Upon the Debtors' Motion For an Order Authorizing Incentive Payments to the Debtors' Employees (the "Motion"), seeking entry of an order authorizing the implementation of an incentive plan (the "Incentive Plan") for certain employees (the "Employees") pursuant to Sections 105(a), 363(b), and 503(b) of Title 11 of the United States Code (the "Bankruptcy Code"), and Rule 6004-2 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Michigan (the "Local Rules"), all as more fully described in the Motion; the Court having jurisdiction pursuant to Sections 157 and 1334 of Title 28 of the United States Code to consider the Motion and the relief requested therein; venue being proper in this Court pursuant to Sections 1408 and 1409 of Title 28 of the United States Code; it appearing that no other or further notice need be provided; the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having heard the evidence and statements of counsel regarding the Motion and having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein,

IT IS THEREFORE:

ORDERED that the Motion is GRANTED; and it is further

ORDERED that the Debtors shall be authorized, but not required, to implement the Incentive Plan in the manner identified in the Motion;

ORDERED that notice of the Motion is deemed good and sufficient notice of the Motion; and it is further

ORDERED that notwithstanding Rule 6004(g) of the Federal Rules of Bankruptcy Procedure or any other applicable rule, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and enforcement of this Order.

Dated: April _____, 2009
Detroit, Michigan

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Noble Incentive Plan

	Plan	Weeks
Transition A	\$ 248,269	10.0
Transition B	403,439	6.0
Laser Welding US (Hourly)	517,315	3.0
Laser Welding US (Salary)	234,257	3.0
Total	\$ 1,403,280	

Transition 1

Name	Co.	Pay	Job Title	Annual Salary	Bus. Allow	Seniority Date
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Fallon, David J.	NIL	Salary	CFO	350,000	9,000	1/28/2002
Tavi, Andrew J.	NIL	Salary	CEO, General Counsel	400,000	9,000	12/5/2005
Parsons, Craig S.	NIL	Salary	VP, Sales & Marketing	203,500	12,000	11/1/1993
Kehoe, Scott A.	NIL	Salary	Treasurer	200,000	9,000	4/2/2007
France, Lawrence M.	NIL	Salary	Manager, Treasury Ops	137,500	6,000	12/17/2007

Totals

1,291,000

45,000

Scenario 2			
Flat 10 weeks			
Adjusted Weeks	Salary	Welfare	Total

10.0

10.0	67,308		67,308
10.0	76,923		76,923
10.0	39,135		39,135
10.0	38,462		38,462
10.0	26,442		26,442

248,269

-

248,269

Transition 2

Name	Co.	Pay	Dept.	Job Title	Annual Salary	Bus. Allow	Seniority Date
Benson, Annette M.	NIL	Salary	Executive	Director, Tax	150,000	4,800	11/6/2006
Garant, Denise M.	NIL	Salary	Executive	Assistant, Executive	51,542	-	2/22/2001
Glowczewski, Mark	NIL	Salary	Unallocated	Business Intelligence Mgr	78,560	-	9/26/2005
Machrowicz, Tad V.	NAT	Salary	Unallocated	VP, Chief Technology Offic	207,500	8,400	9/28/2000
Meskin, Kenneth B.	NIL	Salary	Unallocated	Manager, Consolidation	110,000	-	6/2/2008
Moore, Chad A.	NIL	Salary	Intercompany Europe	Project Manager	104,004	-	3/6/2006
Murphree, Sandra A.	NIL	Salary	Unallocated	VP, Human Resources	240,000	9,000	10/6/2008
Nechiporchik, John D.	NIL	Salary	Unallocated	President & CEO	300,012	9,600	10/29/2007
O'Droski, Brigid J.	NIL	Salary	Unallocated	Controller, Plant	89,000	-	7/7/2008
Switzer, Lori K.	NIL	Salary	Unallocated	Analyst, Tax	71,000	-	7/7/2008
Totals					1,251,618		

Plan			
Flat 6 weeks			
Adjusted Weeks	Salary	Welfare	Adjusted Incentive
6.0			
6.0	17,308		17,308
6.0	5,947		5,947
6.0	9,065		9,065
6.0	23,942		23,942
6.0	12,692		12,692
0.0	-		-
6.0	27,692		27,692
6.0	34,617		34,617
6.0	10,269		10,269
6.0	8,192		8,192
	149,725	-	149,725

Bierschbach, Martin J.	WRN	Salary	Engineering	Supervisor, Mechanical En	96,000	-	6/23/1997	6.0	11,077	11,077
Bondi, Phillip A.	WRN	Salary	Sales	Manager, Financial Estima	100,000	-	12/12/2005	6.0	11,538	11,538
Burkhardt, Timothy A.	WRN	Salary	Finance	Controller, Group	135,000	-	1/12/2009	6.0	15,577	15,577
Carroll, William J.	WRN	Salary	Plant Administration	Director, Operations	175,000	8,400	3/3/2008	6.0	20,192	20,192
Cooper, Alan	WRN	Salary	Engineering	Engineer, Sr Project For	88,500	-	4/10/2006	6.0	10,212	10,212
Degen, Jim A.	WRN	Salary	Engineering	VP, Engineering	200,466	9,000	1/22/2002	6.0	23,131	23,131
DeVault Smith, Nicole M.	WRN	Salary	Finance	Interim	110,000	-	10/18/2004	6.0	12,692	12,692
Fackler, Richard	WRN	Salary	Corporate Purchasing	Manager, Materials	99,870	4,200	4/11/1994	6.0	11,523	11,523
Fournier, Rene M.	WRN	Salary	Finance	Analyst, A R	33,741	-	12/31/2007	6.0	3,893	3,893
Fuhrman, Philip	WRN	Salary	Engineering	Manager, Engineering Proj	89,820	-	2/11/2002	6.0	10,364	10,364
Grewe, Randall J.	WRN	Salary	Infomation Service	Manager, IT Applications	96,096	-	5/22/2006	6.0	11,088	11,088
Hartley, Holly A.	WRN	Salary	Human Resources	Supervisor, Comp/Benefits	76,700	-	8/7/2006	6.0	8,850	8,850
Hartline, Jacqueline M.	WRN	Salary	Finance	Analyst, Senior A/R	45,000	-	7/17/2006	6.0	5,192	5,192
Hernden, Ryan C.	WRN	Salary	Shared Services	Controller, Asst Plant	53,510	-	8/13/2007	6.0	6,174	6,174
Houck, Gregory W.	WRN	Salary	Infomation Service	Manager, Network	85,000	-	4/26/2005	6.0	9,808	9,808
Newer, Kandi	WRN	Salary	Finance	Analyst, Accounts Payable	37,462	-	10/14/2002	6.0	4,323	4,323
Perdue, Bridget A.	WRN	Salary	Finance	Manager, Payroll	87,980	-	9/10/2007	6.0	10,152	10,152
Popova, Krassimira M.	WRN	Salary	Finance	Analyst, Sr. Accounts Pay	48,300	-	11/1/2007	6.0	5,573	5,573
Raynes, Chad	WRN	Salary	Executive	VP, Manufacturing	180,000	9,000	7/6/1998	6.0	20,769	20,769
Rusu, Ioan J.	WRN	Salary	Engineering	Supervisor, Controls Robo	93,000	-	3/1/2004	6.0	10,731	10,731
Smith, Jon R.	WRN	Salary	Executive	Chief Information Officer	145,696	9,000	4/9/2001	6.0	16,811	16,811
Tountas, Jason S.	WRN	Salary	Finance	Analyst, A R	34,000	-	12/4/2008	6.0	3,923	3,923
Womack, Richard V.	WRN	Salary	Corporate Purchasing	Manager, Purchasing	87,720	-	3/20/2006	6.0	10,122	10,122
Totals					2,198,861				253,715	- 253,715

Grand Total					3,450,479			403,439	-	403,439
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Laser Welding

Name	Co.	Pay	Dept.	Job Title	Annual Salary	Bus. Allow	Seniority Date
Goodlett, Joshua T.	SVL	Hourly	Production Area 2	Production Techician	33,426		4/14/03
Goodlett, Kevin B.	SVL	Hourly	Production Area 2	Material Handler	33,426		1/3/01
Goodwin, Ronald E.	SVL	Hourly	Production Area 1	Production Techician	32,344		2/1/04
Grasch, Thomas	SVL	Hourly	Production Area 1	Production Techician	32,344		8/12/02
Grubb, Michelle L.	SVL	Hourly	Production Area 2	Lead Operator	33,426		9/4/01
Haefke, Duane A.	SVL	Hourly	Production Area 1	Lead Operator	33,426		10/15/02
Hardin, Mary E.	SVL	Hourly	Production Area 2	Production Techician	32,344		9/23/02
Hardin, Travis A.	SVL	Hourly	Production Area 2	Lead Operator	33,426		6/20/04
Hartford, Randy A.	SVL	Hourly	Production Area 2	Maintenance Technician	50,398		3/26/01
Hayes, Michael J.	SVL	Hourly	Production Area 2	Lead Operator	33,426		11/18/02
Helton, Julia	SVL	Hourly	Production Area 2	Lead Operator	33,426		6/10/02
Hernandez, Alfredo	SVL	Hourly	Production Area 2	Lead Operator	33,426		1/27/03
Hernandez, Lauro	SVL	Hourly	Production Area 2	Lead Operator	33,426		9/8/03
Hernandez-isais, Hugo R.	SVL	Hourly	Production Area 2	Lead Operator	33,426		4/26/04
Herrera, Joel	SVL	Hourly	Production Area 2	Production Techician	32,344		2/1/04
Hutsell, Josh H.	SVL	Hourly	Production Area 1	Lead Operator	33,426		6/20/04
Ingram, Vickie L.	SVL	Hourly	Production Area 2	Production Techician	32,344		1/21/02
Jervis, Stephen	SVL	Hourly	Production Area 2	Lead Operator	33,426		6/20/04
Jones, Shaun	SVL	Hourly	Production Area 1	Lead Operator	33,426		11/3/03
Kincaid, Robert	SVL	Hourly	Quality	Rep. Customer Service	50,444		1/3/01
King, Paul D.	SVL	Hourly	Production Area 2	Maintenance Technician	50,398		2/7/00
Lloyd, Pamela S.	SVL	Hourly	Materials	Material Analyst	48,693		11/4/75
Logsdon, Michael E.	SVL	Hourly	Materials	Material Analyst	59,496		5/12/03
Martinez-perez, Arturo	SVL	Hourly	Production Area 2	Lead Operator	33,426		2/1/04
McCleave, Jerry	SVL	Hourly	Production Area 2	Lead Operator	33,426		2/17/03
Meadows, Jason R.	SVL	Hourly	Production Area 2	Material Handler	33,426		2/8/01
Miller, Michael A.	SVL	Hourly	Production Area 1	Material Handler	33,426		7/8/02
Moore, Douglas C.	SVL	Hourly	Materials	Scheduler, Materials	35,214		4/18/02
Moore, George	SVL	Hourly	Materials	Material Handler	33,426		6/10/02
Nation, Freida A.	SVL	Hourly	Production Area 2	Lead Operator	33,426		1/7/02
Ogden, Todd	SVL	Hourly	Production Area 1	Production Techician	32,344		9/2/03
O'nan, Gabriel R.	SVL	Hourly	Production Area 1	Lead Operator	33,426		1/22/01
Pluck, Larry J.	SVL	Hourly	Production Area 2	Material Handler	33,426		7/8/02
Randall, Daryl F.	SVL	Hourly	Production Area 2	Maintenance Technician	60,882		2/7/94
Risinger, Terry	SVL	Hourly	Production Area 2	Lead Operator	33,426		7/22/02
Rucker, Teresa L.	SVL	Hourly	Production Area 2	Production Techician	32,344		11/27/00
Rutledge, Joseph M.	SVL	Hourly	Production Area 2	Production Techician	33,426		11/18/02
Shadburn, John T.	SVL	Hourly	Production Area 2	Lead Operator	33,426		10/16/00
Sigala, Antonio V.	SVL	Hourly	Production Area 1	Lead Operator	33,426		1/7/02
Smitha, Lee D.	SVL	Hourly	Production Area 1	Production Techician	32,344		8/19/02
Spencer, Paul A.	SVL	Hourly	Production Area 2	Production Techician	32,344		6/12/00
Stewart, Brenda A.	SVL	Hourly	Production Area 2	Production Techician	32,344		12/2/02
Stivers, Eric	SVL	Hourly	Production Area 2	Production Techician	33,426		5/12/03
Stone, Lynn	SVL	Hourly	Production Area 2	Production Techician	32,344		12/5/00
Taylor, Brandon T.	SVL	Hourly	Production Area 2	Lead Operator	33,426		1/13/03
Tingle, Larry B.	SVL	Hourly	Manufacturing Engineering	Maintenance Technician	50,398		12/3/02
Tinsley, Robert W.	SVL	Hourly	Production Area 2	Technician, System Suppor	35,568		5/20/02
Warren, Angela	SVL	Hourly	Production Area 2	Lead Operator	33,426		7/22/02
Wilkins, Christina G.	SVL	Hourly	Production Area 2	Production Techician	32,344		5/20/02
Williams, George C.	SVL	Hourly	Production Area 2	Lead Operator	33,426		6/20/04
Williamson, Deonna K.	SVL	Hourly	Production Area 2	Lead Operator	33,426		2/1/04
Woods, Patricia R.	SVL	Hourly	Production Area 2	Production Techician	32,344		5/20/02
Worley, Delsie	SVL	Hourly	Production Area 1	Lead Operator	33,426		12/4/00

Scenario 2			
Flat 3, 3 weeks			
Adjusted Weeks	Salary	Welfare	Adjusted Incentive
3.0	Hourly		
3.0	1,928		1,928
3.0	1,928		1,928
3.0	1,866		1,866
3.0	1,866		1,866
3.0	1,928		1,928
3.0	1,928		1,928
3.0	1,866		1,866
3.0	1,928		1,928
3.0	2,908		2,908
3.0	1,928		1,928
3.0	1,928		1,928
3.0	1,928		1,928
3.0	1,866		1,866
3.0	1,928		1,928
3.0	1,866		1,866
3.0	1,928		1,928
3.0	1,928		1,928
3.0	2,910		2,910
3.0	2,908		2,908
3.0	2,809		2,809
3.0	3,432		3,432
3.0	1,928		1,928
3.0	1,928		1,928
3.0	1,928		1,928
3.0	1,928		1,928
3.0	2,032		2,032
3.0	1,928		1,928
3.0	1,928		1,928
3.0	1,866		1,866
3.0	1,928		1,928
3.0	1,928		1,928
3.0	3,512		3,512
3.0	1,928		1,928
3.0	1,866		1,866
3.0	1,928		1,928
3.0	1,928		1,928
3.0	1,928		1,928
3.0	1,866		1,866
3.0	1,866		1,866
3.0	1,866		1,866
3.0	1,928		1,928
3.0	1,866		1,866
3.0	1,928		1,928
3.0	1,928		1,928
3.0	2,908		2,908
3.0	2,052		2,052
3.0	1,928		1,928
3.0	1,866		1,866
3.0	1,928		1,928
3.0	1,928		1,928
3.0	1,866		1,866
3.0	1,928		1,928

Laser Welding

Name	Co.	Pay	Dept.	Job Title	Annual Salary	Bus. Allow	Seniority Date
Bedrava, Michael C.	SVL	Salary	Continuous Improvement	Supervisor, C I	74,109		12/8/97
Disney, Jason M.	SVL	Salary	Quality	Manager, Quality	71,400		11/7/07
Irvine, Carolyn C.	SVL	Salary	Production Area 2	Manager, Manufacturing	68,900		6/25/07
Johnson, Catherine B.	SVL	Salary	Finance	Analyst, Financial	39,686		6/5/06
Long III, Charles E.	SVL	Salary	Materials	Manager, Materials	93,194		1/16/06
Marko, Larry	SVL	Salary	Manufacturing Engineering	Manager, Engineering/Main	90,775		8/16/01
Medley, Tina L.	SVL	Salary	Finance	Controller, Asst Plant	60,000		4/17/08
Miller, John L.	SVL	Salary	Manufacturing Engineering	Supervisor, Maintenance	66,950		4/2/07
Powers, Sacha N.	SVL	Salary	Human Resources	Manager, Human Resources	73,544		6/21/04
Steinmetz, Michael A.	SVL	Salary	Finance	Controller, Plant	95,820		2/20/06
McElmurray, Eric S.	WRN	Salary	Intercompany Shelbyville	Manager, General	124,126	6,000	3/1/99
Totals					3,432,557		

Abdin, Mohammed Z.	WRN	Hourly	Production Area 1	Bander	26,166		5/7/01
Adams Walker, Teresa	WRN	Hourly	Production Area 2	Machine Operator	24,856		10/22/01
Alam, Sayful	WRN	Hourly	Production Area 2	Machine Operator	24,856		12/3/01
Alexander, Elaine	WRN	Hourly	Production Area 1	Machine Leader	30,326		6/21/99
Al-Hadi, Mohammed A.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/4/08
Ali, Mohammad S.	WRN	Hourly	Production Area 1	Bander	26,166		1/6/03
Allen, Selena	WRN	Hourly	Production Area 2	Machine Operator	19,864		7/30/08
AlTurki, Mohamed A.	WRN	Hourly	Production Area 1	Machine Leader	30,326		11/25/02
Ashley, Latrice S.	WRN	Hourly	Production Area 2	Machine Operator	19,864		5/19/08
Ba, Mountaga	WRN	Hourly	Production Area 2	Machine Operator	19,864		5/28/08
Bailey, Robert	WRN	Hourly	Production Area 2	Machine Operator	24,856		3/15/04
Banks, Corey R.	WRN	Hourly	Production Area 1	System Leader	33,550		1/4/00
Beres, Mark J.	WRN	Hourly	Quality	Analyst, Quality	54,080		6/23/08
Biegas, David C.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/27/08
Bielak, Johnathan M.	WRN	Hourly	Production Area 2	Machine Operator	19,240		1/26/09
Bollaert, Darin J.	WRN	Hourly	Manufacturing Engineering	Supervisor, Facilities	61,197		8/8/01
Bonds, Dennal	WRN	Hourly	Production Area 2	Machine Operator	24,856		12/29/03
Brannon, Christina A.	WRN	Hourly	Production Area 2	Machine Operator	19,240		1/26/09
Brewer, Andre	WRN	Hourly	Production Area 1	System Leader	33,550		9/8/97
Brown, Adrian W.	WRN	Hourly	Production Area 1	System Leader	33,550		7/2/01
Brown, Daniel L.	WRN	Hourly	Manufacturing Engineering	Maintenance	41,746		11/10/97
Brown, Robert	WRN	Hourly	Production Area 2	Machine Operator	24,856		5/17/04
Brown, Steven A.	WRN	Hourly	Production Area 1	Material Handler Level 3	32,614		11/24/97
Brown, Teresia A.	WRN	Hourly	Production Area 1	Bander	26,166		6/28/99
Brusso, Frank J.	WRN	Hourly	Production Area 2	Machine Operator	24,856		5/17/04
Bryant, Reginal L.	WRN	Hourly	Production Area 2	Machine Operator	19,864		5/20/08
Bunnich, Scott	WRN	Hourly	Production Area 2	Machine Operator	19,864		4/2/08
Burns, Clifton	WRN	Hourly	Production Area 2	Machine Leader	30,326		8/11/03
Busuttil, Carmelo	WRN	Hourly	Production Area 2	Machine Operator	19,864		6/3/08
Byrd, Quay	WRN	Hourly	Production Area 1	System Leader	33,550		5/11/98
Carr, Myron	WRN	Hourly	Production Area 1	Material Handler	32,614		2/1/99
Carter Jr., Leslie E.	WRN	Hourly	Quality	Quality Technician	34,486		6/14/99
Choudhury, Mohamed M.	WRN	Hourly	Production Area 2	Machine Operator	24,856		4/10/00
Choudhury, Mohammed S.	WRN	Hourly	Production Area 2	Machine Operator	19,864		5/19/08
Chowdhury, Arman	WRN	Hourly	Production Area 2	Machine Leader	30,326		4/12/04
Chowdhury, Dewan J.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/25/08
Chowdhury, Juber A.	WRN	Hourly	Production Area 2	Machine Operator	24,856		10/29/01
Chowdhury, Maniruzzaman	WRN	Hourly	Production Area 1	System Leader	33,550		3/30/98

Scenario 2			
Flat 3, 3 weeks			
Adjusted Weeks	Salary	Welfare	Adjusted Incentive
3.0	Hourly		
3.0	4,276		4,276
3.0	4,119		4,119
3.0	3,975		3,975
3.0	2,290		2,290
3.0	5,377		5,377
3.0	5,237		5,237
3.0	3,462		3,462
3.0	3,863		3,863
3.0	4,243		4,243
3.0	5,528		5,528
3.0	7,161		7,161
	198,032	-	198,032

3.0	1,510		1,510
3.0	1,434		1,434
3.0	1,434		1,434
3.0	1,750		1,750
3.0	1,182		1,182
3.0	1,510		1,510
3.0	1,146		1,146
3.0	1,750		1,750
3.0	1,146		1,146
3.0	1,146		1,146
3.0	1,434		1,434
3.0	1,936		1,936
3.0	3,120		3,120
3.0	1,182		1,182
3.0	1,110		1,110
3.0	3,531		3,531
3.0	1,434		1,434
3.0	1,110		1,110
3.0	1,936		1,936
3.0	1,936		1,936
3.0	2,408		2,408
3.0	1,434		1,434
3.0	1,882		1,882
3.0	1,510		1,510
3.0	1,434		1,434
3.0	1,146		1,146
3.0	1,146		1,146
3.0	1,750		1,750
3.0	1,146		1,146
3.0	1,936		1,936
3.0	1,882		1,882
3.0	1,990		1,990
3.0	1,434		1,434
3.0	1,146		1,146
3.0	1,750		1,750
3.0	1,182		1,182
3.0	1,434		1,434
3.0	1,936		1,936

Laser Welding

Name	Co.	Pay	Dept.	Job Title	Annual Salary	Bus. Allow	Seniority Date
Clark, Arlue	WRN	Hourly	Production Area 1	Machine Operator	24,856		5/17/04
Clark, Kenneith R.	WRN	Hourly	Production Area 2	Material Handler	32,614		6/22/98
Claxton, Anthony D.	WRN	Hourly	Manufacturing Engineering	Technician, Automation	46,455		3/8/04
Cleveland, Terrance L.	WRN	Hourly	Production Area 1	Machine Leader	30,326		9/17/01
Cliett, Anthony V.	WRN	Hourly	Production Area 1	Material Handler	32,614		7/2/01
Coates, Billie	WRN	Hourly	Production Area 1	Machine Leader	30,326		2/18/02
Coleman, William R.	WRN	Hourly	Production Area 2	Machine Operator	21,736		1/8/07
Cooper Jr., James C.	WRN	Hourly	Production Area 2	Machine Operator	24,856		3/20/00
Corbin, Larry E.	WRN	Hourly	Production Area 2	Machine Operator	21,112		7/29/07
Currie, Debbie A.	WRN	Hourly	Production Area 2	Machine Operator	24,856		10/29/01
Daniels, Lee D.	WRN	Hourly	Production Area 1	Machine Leader	30,326		5/3/04
Das, Pranab K.	WRN	Hourly	Production Area 2	Machine Operator	19,864		6/2/08
Datta, Prokash K.	WRN	Hourly	Quality	Quality Technician	34,486		4/10/00
Davis, Dana T.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/27/08
Dawson, Emmett J.	WRN	Hourly	Production Area 1	System Leader	33,550		4/10/00
Devita III, Robert A.	WRN	Hourly	Production Area 2	Machine Operator	19,864		4/2/08
Dey, Borun K.	WRN	Hourly	Production Area 1	System Leader	33,550		7/30/01
Dinh, Darryl	WRN	Hourly	Production Area 1	System Leader	33,550		10/8/01
Diop, Moustapha	WRN	Hourly	Production Area 1	System Leader	33,550		5/28/02
Dooley, Anthony C.	WRN	Hourly	Materials	Material Handler Level 2	32,614		2/17/03
Dowell, Fred	WRN	Hourly	Quality	Quality Technician	34,486		9/2/98
Doyle, Michael	WRN	Hourly	Production Area 1	Material Handler Level 3	32,614		5/12/98
Dyer, Steven K.	WRN	Hourly	Production Area 2	Machine Operator	19,864		4/3/08
Edmond, Curtis R.	WRN	Hourly	Production Area 2	Machine Operator	19,864		6/16/08
Edwards, Coolidge	WRN	Hourly	Production Area 2	Machine Operator	24,856		1/24/05
Edwards, James	WRN	Hourly	Production Area 1	System Leader	33,550		1/29/96
Eisha, Mohammed	WRN	Hourly	Production Area 1	System Leader	33,550		12/3/01
Ellis, Roshawn D.	WRN	Hourly	Production Area 1	System Leader	33,550		1/28/02
Espinosa, Jaime E.	WRN	Hourly	Production Area 2	Machine Operator	19,864		5/5/08
Ewing, Michael	WRN	Hourly	Production Area 2	Machine Operator	24,856		8/14/05
Fisher, Donna M.	WRN	Hourly	Quality	Quality Technician	34,486		10/8/01
Fleming, Darron	WRN	Hourly	Production Area 2	Machine Operator	24,856		5/17/04
Foster, Christopher L.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/20/08
Fox, Michael	WRN	Hourly	Production Area 1	Machine Operator	24,856		6/14/99
Fuller, Calvin D.	WRN	Hourly	Production Area 2	Machine Operator	19,864		3/27/08
Fulton, James	WRN	Hourly	Production Area 1	Material Handler Level 2	32,614		5/17/04
Galloway, Martin L.	WRN	Hourly	Production Area 2	Machine Operator	19,864		3/26/08
Gary, Constance L.	WRN	Hourly	Production Area 2	Machine Operator	19,864		5/20/08
Gause, Steve	WRN	Hourly	Production Area 2	Machine Leader	30,326		4/18/04
Geamanu, Daniel R.	WRN	Hourly	Manufacturing Engineering	Maintenance	41,746		8/13/01
Geary, Cassandra	WRN	Hourly	Quality	Analyst, Quality	54,528		12/22/97
Gilbert, Deshawn J.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/12/08
Goldsmith, Brian A.	WRN	Hourly	Production Area 2	System Leader	33,550		5/14/01
Greer, Ernest L.	WRN	Hourly	Manufacturing Engineering	Maintenance	41,746		10/28/02
Greer, Gregory	WRN	Hourly	Materials	Material Handler Level 3	32,614		8/11/03
Guha, Goutam K.	WRN	Hourly	Quality	Quality Technician	34,486		2/17/04
Gusek, John P.	WRN	Hourly	Manufacturing Engineering	Supervisor, Maintenance	65,624		1/27/94
Hamilton, Rodney S.	WRN	Hourly	Materials	Material Handler Level 3	32,614		5/17/04
Hansend, Laron C.	WRN	Hourly	Production Area 2	Machine Operator	21,112		7/30/07
Harris Jr., O'Giver	WRN	Hourly	Production Area 2	Machine Operator	24,856		6/17/96
Harrold, Michael A.	WRN	Hourly	Production Area 2	Material Handler	32,614		12/4/00
Hawkins, Brian M.	WRN	Hourly	Production Area 2	Machine Operator	19,864		6/23/08
Hayes, Sonja	WRN	Hourly	Quality	Quality Technician	34,486		11/24/97

Scenario 2			
Flat 3, 3 weeks			
Adjusted Weeks	Salary	Welfare	Adjusted Incentive
3.0	Hourly		
3.0	1,434		1,434
3.0	1,882		1,882
3.0	2,680		2,680
3.0	1,750		1,750
3.0	1,882		1,882
3.0	1,750		1,750
3.0	1,254		1,254
3.0	1,434		1,434
3.0	1,218		1,218
3.0	1,434		1,434
3.0	1,750		1,750
3.0	1,146		1,146
3.0	1,990		1,990
3.0	1,182		1,182
3.0	1,936		1,936
3.0	1,146		1,146
3.0	1,936		1,936
3.0	1,936		1,936
3.0	1,936		1,936
3.0	1,882		1,882
3.0	1,990		1,990
3.0	1,882		1,882
3.0	1,146		1,146
3.0	1,146		1,146
3.0	1,434		1,434
3.0	1,936		1,936
3.0	1,936		1,936
3.0	1,936		1,936
3.0	1,146		1,146
3.0	1,434		1,434
3.0	1,990		1,990
3.0	1,434		1,434
3.0	1,182		1,182
3.0	1,434		1,434
3.0	1,146		1,146
3.0	1,882		1,882
3.0	1,146		1,146
3.0	1,146		1,146
3.0	1,750		1,750
3.0	2,408		2,408
3.0	3,146		3,146
3.0	1,182		1,182
3.0	1,936		1,936
3.0	2,408		2,408
3.0	1,882		1,882
3.0	1,990		1,990
3.0	3,786		3,786
3.0	1,882		1,882
3.0	1,218		1,218
3.0	1,434		1,434
3.0	1,882		1,882
3.0	1,146		1,146
3.0	1,990		1,990

Laser Welding

Name	Co.	Pay	Dept.	Job Title	Annual Salary	Bus. Allow	Seniority Date
Hazzard, Glen	WRN	Hourly	Production Area 2	Machine Operator	24,856		5/17/04
Henry, William	WRN	Hourly	Production Area 2	Machine Leader	30,326		5/17/04
Hill, Herman L.	WRN	Hourly	Production Area 2	Machine Operator	24,856		2/14/05
Hill, Kentrice	WRN	Hourly	Production Area 2	Machine Operator	19,032		3/16/09
Hiron, Mohammad S.	WRN	Hourly	Production Area 2	Machine Operator	24,856		2/21/05
Hlatky, Jayme S.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/10/08
Hooks, Yolanda	WRN	Hourly	Production Area 1	Machine Operator	28,746		7/26/99
Hubert, Demond H.	WRN	Hourly	Production Area 2	Machine Operator	19,240		1/26/09
Humphrey, Darryl B.	WRN	Hourly	Production Area 1	Bander	26,166		5/17/04
Hurst III, Leroy	WRN	Hourly	Production Area 1	Machine Operator	24,856		2/21/00
Hussain, Mohammad Z.	WRN	Hourly	Production Area 2	Machine Operator	24,856		6/14/04
Hussain, Mohammed A.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/25/08
Iosif, Mircea	WRN	Hourly	Manufacturing Engineering	Maintenance	41,746		12/7/98
Jackson, Michelle	WRN	Hourly	Production Area 1	Machine Operator	24,856		7/12/04
Jackson, Tyree D.	WRN	Hourly	Production Area 2	System Leader	33,550		10/17/01
James Jr., Phillip J.	WRN	Hourly	Production Area 2	Machine Operator	19,864		5/21/08
Jenkins, Marvin L.	WRN	Hourly	Production Area 1	Machine Leader	30,326		10/22/01
Johnson, Andre L.	WRN	Hourly	Production Area 1	Machine Leader	30,326		5/22/00
Johnson, Darnell	WRN	Hourly	Production Area 1	Machine Operator	24,856		5/22/05
Johnson, Demetrius L.	WRN	Hourly	Production Area 2	Machine Operator	20,488		3/13/08
Johnson, Gregory G.	WRN	Hourly	Production Area 2	System Leader	33,550		1/4/00
Johnson, Naigael	WRN	Hourly	Production Area 2	Material Handler Level 3	32,614		4/5/04
Kaddus, Muhammad A.	WRN	Hourly	Production Area 1	System Leader	33,550		10/1/01
Kaigler, Earl E.	WRN	Hourly	Production Area 1	System Leader	33,550		5/29/01
Kalam, Mohammed A.	WRN	Hourly	Production Area 2	Machine Operator	24,856		8/14/05
Kalbaugh, William N.	WRN	Hourly	Production Area 2	Machine Operator	19,864		6/26/08
Kasse, Moussa	WRN	Hourly	Production Area 1	Machine Leader	30,326		9/9/02
Kegler, Charles E.	WRN	Hourly	Production Area 2	Material Handler Level 3	32,614		10/3/01
Keys, Jacolie R.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/25/08
Keys, Jarmane C.	WRN	Hourly	Production Area 2	Machine Operator	19,864		5/15/08
Kumar, Ajay	WRN	Hourly	Manufacturing Engineering	Technician, Automation	40,615		9/17/04
Lane, Andre	WRN	Hourly	Production Area 2	Material Handler	32,614		4/18/04
Laskar, Prodip	WRN	Hourly	Production Area 1	Machine Operator	24,856		1/6/03
Latham, Crawford M.	WRN	Hourly	Production Area 2	System Leader	33,550		2/18/02
Lawson, Loviell	WRN	Hourly	Quality	Quality Technician	34,486		5/17/04
Lazarescu, Petru	WRN	Hourly	Manufacturing Engineering	Maintenance/Laser Assist	41,746		2/10/97
Lee, Calvin J.	WRN	Hourly	Production Area 1	Janitor	23,754		2/21/00
Leonard, Antonio D.	WRN	Hourly	Production Area 2	System Leader	33,550		5/29/01
Leonard, Edward D.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/7/08
Lewis, Karetta A.	WRN	Hourly	Production Area 2	Machine Operator	22,360		4/6/06
Lige, Jason C.	WRN	Hourly	Production Area 1	Bander	26,166		3/17/04
Little, Deron T.	WRN	Hourly	Production Area 1	System Leader	33,550		12/10/01
Long, Gary R.	WRN	Hourly	Production Area 1	System Leader	33,550		2/14/00
Lyte, Sean	WRN	Hourly	Manufacturing Engineering	Maintenance	41,746		6/30/97
Macklin, Jeffrey A.	WRN	Hourly	Production Area 2	Technician, Automation	45,760		6/21/05
Malyska, Katherine K.	WRN	Hourly	Quality	Administrator, Qty Cert.	37,629		5/7/02
Marsh, James	WRN	Hourly	Production Area 1	Material Handler	32,614		7/28/97
Matlock, Michael	WRN	Hourly	Production Area 2	Machine Operator	24,856		5/17/04
Matthews, Ann M.	WRN	Hourly	Production Area 2	Machine Leader	30,326		3/15/04
Matthews, Curtis O.	WRN	Hourly	Production Area 1	Bander	26,166		1/14/02
McLeod, Faith S.	WRN	Hourly	Production Area 2	Machine Operator	20,488		3/10/08
McMullen, Kenneth	WRN	Hourly	Production Area 2	Machine Operator	22,360		4/9/06
McSwain Jr., Terrance	WRN	Hourly	Production Area 2	Machine Operator	24,856		7/19/04

Scenario 2			
Flat 3, 3 weeks			
Adjusted Weeks	Salary	Welfare	Adjusted Incentive
3.0	Hourly		
3.0	1,434		1,434
3.0	1,750		1,750
3.0	1,434		1,434
3.0	1,098		1,098
3.0	1,434		1,434
3.0	1,182		1,182
3.0	1,658		1,658
3.0	1,110		1,110
3.0	1,510		1,510
3.0	1,434		1,434
3.0	1,434		1,434
3.0	1,182		1,182
3.0	2,408		2,408
3.0	1,434		1,434
3.0	1,936		1,936
3.0	1,146		1,146
3.0	1,750		1,750
3.0	1,750		1,750
3.0	1,434		1,434
3.0	1,182		1,182
3.0	1,936		1,936
3.0	1,882		1,882
3.0	1,936		1,936
3.0	1,936		1,936
3.0	1,434		1,434
3.0	1,146		1,146
3.0	1,750		1,750
3.0	1,882		1,882
3.0	1,182		1,182
3.0	1,146		1,146
3.0	2,343		2,343
3.0	1,882		1,882
3.0	1,434		1,434
3.0	1,936		1,936
3.0	1,990		1,990
3.0	2,408		2,408
3.0	1,370		1,370
3.0	1,936		1,936
3.0	1,182		1,182
3.0	1,290		1,290
3.0	1,510		1,510
3.0	1,936		1,936
3.0	1,936		1,936
3.0	2,408		2,408
3.0	2,640		2,640
3.0	2,171		2,171
3.0	1,882		1,882
3.0	1,434		1,434
3.0	1,750		1,750
3.0	1,510		1,510
3.0	1,182		1,182
3.0	1,290		1,290
3.0	1,434		1,434

Laser Welding

Name	Co.	Pay	Dept.	Job Title	Annual Salary	Bus. Allow	Seniority Date
Merritt, Anthony	WRN	Hourly	Materials	MRO Clerk	29,536		6/9/03
Miah, Muhammad T.	WRN	Hourly	Production Area 1	Machine Leader	30,326		10/1/01
Miller Jr., Roy L.	WRN	Hourly	Production Area 2	Machine Operator	20,488		3/10/08
Miller, Donald J.	WRN	Hourly	Production Area 1	Machine Operator	24,856		12/9/02
Miller, Roy L.	WRN	Hourly	Production Area 2	Machine Leader	30,326		4/27/98
Mosutan, Gavril	WRN	Hourly	Manufacturing Engineering	Technician, Lead Laser	53,898		11/1/96
Nedev, Zlatko A.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/4/08
O'Quin, Roman D.	WRN	Hourly	Production Area 1	Machine Operator	22,360		3/26/06
Paki, Mahi	WRN	Hourly	Production Area 1	System Leader	33,550		8/13/01
Paul, Kamalendu	WRN	Hourly	Production Area 1	Machine Operator	24,856		7/29/02
Pickett, Leonza	WRN	Hourly	Production Area 2	System Leader	33,550		3/18/02
Poole, Anthony E.	WRN	Hourly	Production Area 1	Machine Leader	30,326		2/9/04
Pratt, Tina R.	WRN	Hourly	Production Area 1	Machine Operator	24,856		8/14/05
Price, Deandre R.	WRN	Hourly	Production Area 1	Machine Operator	24,856		4/3/97
Pullen, Douglas D.	WRN	Hourly	Production Area 2	Machine Operator	19,240		1/26/09
Qureshi, Shah A.	WRN	Hourly	Production Area 1	Bander	26,166		12/10/01
Qureshi, Shah R.	WRN	Hourly	Quality	Quality Technician	34,486		8/6/01
Rahman, Aminur	WRN	Hourly	Production Area 2	Machine Operator	20,488		3/3/08
Rahman, Humayun K.	WRN	Hourly	Quality	Quality Technician	34,486		1/14/02
Rahman, Khah M.	WRN	Hourly	Production Area 2	Machine Leader	30,326		10/11/99
Rahman, Muhibur	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/27/08
Redding, Todario	WRN	Hourly	Production Area 2	System Leader	33,550		2/2/98
Robertson Sr., Kenneth L.	WRN	Hourly	Production Area 1	Material Handler Level 3	32,614		6/30/03
Ross Jr., Samuel W.	WRN	Hourly	Production Area 1	Janitor	23,754		5/17/04
Roy, David T.	WRN	Hourly	Manufacturing Engineering	Technician, Automation	51,942		11/15/02
Roy, Dipok R.	WRN	Hourly	Production Area 2	Machine Operator	24,856		1/22/02
Roy, Sukhendu R.	WRN	Hourly	Production Area 1	Machine Leader	30,326		9/18/00
Sally, Vincent L.	WRN	Hourly	Production Area 1	Bander	26,166		12/10/01
Scally, Joseph A.	WRN	Hourly	Manufacturing Engineering	Maintenance	31,990		9/17/08
Sears, Anetria	WRN	Hourly	Production Area 2	Machine Operator	24,856		2/2/04
Sevilla Jr., Martin E.	WRN	Hourly	Production Area 2	Material Handler Level 2	32,614		5/17/04
Shahjhan, Syed	WRN	Hourly	Production Area 1	System Leader	33,550		11/25/02
Sheppard, Reeco A.	WRN	Hourly	Production Area 2	Machine Operator	22,360		4/9/06
Shurish, James	WRN	Hourly	Manufacturing Engineering	Maintenance	34,195		10/22/07
Simon, Donald G.	WRN	Hourly	Materials	MRO Clerk	29,245		9/8/98
Sinclair, Michael	WRN	Hourly	Production Area 2	Machine Operator	19,864		6/2/08
Skyles, David M.	WRN	Hourly	Manufacturing Engineering	Maintenance	41,746		12/17/01
Smith, Darren W.	WRN	Hourly	Production Area 1	Machine Leader	30,326		10/24/02
Snider, Desmond J.	WRN	Hourly	Materials	Material Handler Level 3	32,614		5/17/04
Sparkman, Stacey	WRN	Hourly	Production Area 2	Machine Operator	24,856		5/22/05
St. Amand, Keith R.	WRN	Hourly	Production Area 2	Machine Operator	20,488		3/3/08
Stallworth, Damone M.	WRN	Hourly	Production Area 2	Machine Operator	24,856		9/9/02
Subur, Mohammed A.	WRN	Hourly	Production Area 2	Machine Operator	24,856		5/2/05
Sullivan, William E.	WRN	Hourly	Production Area 2	System Leader	33,550		11/12/01
Sutradhar, Adhir	WRN	Hourly	Production Area 1	Machine Operator	24,856		1/22/02
Terry, Lawrence	WRN	Hourly	Production Area 2	Machine Operator	19,864		3/25/08
Thedford, Ebon L.	WRN	Hourly	Production Area 2	Machine Operator	19,864		4/21/08
Thomas, James	WRN	Hourly	Production Area 2	System Leader	33,550		1/11/99
Thomas, William	WRN	Hourly	Materials	MRO Clerk	29,536		8/4/03
Tinnon, William A.	WRN	Hourly	Production Area 2	Machine Operator	24,856		7/12/04
Tobar, Alvin L.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/25/08
Tobar, Andre L.	WRN	Hourly	Production Area 1	System Leader	33,550		1/28/02
Turner, Ronald S.	WRN	Hourly	Materials	Material Handler Level 2	35,963		2/11/97

Scenario 2			
Flat 3, 3 weeks			
Adjusted Weeks	Salary	Welfare	Adjusted Incentive
3.0	Hourly		
3.0	1,704		1,704
3.0	1,750		1,750
3.0	1,182		1,182
3.0	1,434		1,434
3.0	1,750		1,750
3.0	3,110		3,110
3.0	1,182		1,182
3.0	1,290		1,290
3.0	1,936		1,936
3.0	1,434		1,434
3.0	1,936		1,936
3.0	1,750		1,750
3.0	1,434		1,434
3.0	1,434		1,434
3.0	1,110		1,110
3.0	1,510		1,510
3.0	1,990		1,990
3.0	1,182		1,182
3.0	1,990		1,990
3.0	1,750		1,750
3.0	1,182		1,182
3.0	1,936		1,936
3.0	1,882		1,882
3.0	1,370		1,370
3.0	2,997		2,997
3.0	1,434		1,434
3.0	1,750		1,750
3.0	1,510		1,510
3.0	1,846		1,846
3.0	1,434		1,434
3.0	1,882		1,882
3.0	1,936		1,936
3.0	1,290		1,290
3.0	1,973		1,973
3.0	1,687		1,687
3.0	1,146		1,146
3.0	2,408		2,408
3.0	1,750		1,750
3.0	1,882		1,882
3.0	1,434		1,434
3.0	1,182		1,182
3.0	1,434		1,434
3.0	1,434		1,434
3.0	1,434		1,434
3.0	1,182		1,182
3.0	1,936		1,936
3.0	2,075		2,075

Laser Welding

Name	Co.	Pay	Dept.	Job Title	Annual Salary	Bus. Allow	Seniority Date
Turner, Tamika	WRN	Hourly	Production Area 2	System Leader	33,550		9/15/03
Walker, Tyrone R.	WRN	Hourly	Production Area 1	Bander	26,166		11/4/02
Washington Jr., Anthony G.	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/20/08
Webster, Ashley P.	WRN	Hourly	Production Area 2	Machine Operator	19,864		3/25/08
Webster, Roy	WRN	Hourly	Production Area 1	System Leader	33,550		7/7/03
Wells, Anntonette C.	WRN	Hourly	Production Area 2	Machine Operator	19,864		5/19/08
Wells, Michele L.	WRN	Hourly	Production Area 2	Machine Operator	24,856		9/19/05
West, Kenneth E.	WRN	Hourly	Production Area 1	Material Handler	32,614		3/10/03
Weston, Leonard	WRN	Hourly	Production Area 1	System Leader	33,550		2/16/98
Wicker, Shelton	WRN	Hourly	Production Area 2	Machine Operator	24,856		2/23/98
Wiley, DeJuan J.	WRN	Hourly	Production Area 2	Machine Operator	19,864		5/19/08
Wiley, DeQuan T.	WRN	Hourly	Production Area 2	Machine Operator	20,488		3/3/08
Williams, Pamela L.	WRN	Hourly	Production Area 2	Machine Operator	19,864		3/26/08
Williams, Valecia	WRN	Hourly	Production Area 2	Machine Operator	20,488		2/18/08
Williams, Verjel	WRN	Hourly	Materials	Material Handler Level 3	32,614		7/14/03
Wohlfield, Thomas E.	WRN	Hourly	Manufacturing Engineering	Supervisor, Maintn Asst	48,055		4/1/97
Wolf Jr., Cloyd	WRN	Hourly	Production Area 1	System Leader	33,550		1/25/99
Yahya, Salah A.	WRN	Hourly	Production Area 1	Machine Operator	24,856		5/17/04
Yingling, Gregory L.	WRN	Hourly	Manufacturing Engineering	Supervisor, Auto Tech	59,794		12/15/01
Anderson III, Cornelius	WRN	Salary	Quality	Engineer, Quality	61,908		2/9/04
Atkin, Ralph C.	WRN	Salary	Materials	Manager, Materials	87,000		3/10/08
Bartell, Heather M.	WRN	Salary	Human Resources	Manager, Human Resources	73,037		8/27/03
Battaglia, Giuseppe	WRN	Salary	Plant Administration	Engineer, Manufacturing	69,835		2/7/02
Boik III, Larry R.	WRN	Salary	Quality	Rep. Customer Service	54,055		4/22/03
Bossard, Philip E.	WRN	Salary	Quality	Engineer, Quality	56,815		7/30/04
Brown, Harry	WRN	Salary	Quality	Supervisor, Customer Serv	66,898		7/21/03
Danko, Thomas B.	WRN	Salary	Human Resources	Generalist, HR	45,000		2/16/09
Eichhorn, Daniel M.	WRN	Salary	Finance	Controller, Plant	110,000		1/5/09
Elgert, Joseph T.	WRN	Salary	Production Area 2	Supervisor, Production	61,464		7/17/06
Fischer, James T.	WRN	Salary	Production Area 1	Supervisor, Production	62,000		2/18/08
Gallup, Paul B.	WRN	Salary	Quality	Engineer, Quality	68,129		1/13/03
Hamel, Kevin	WRN	Salary	Plant Administration	Supervisor, Cont. Improv.	80,000	6,600	3/13/02
Hardy, Donielle S.	WRN	Salary	Finance	Controller, Asst Plant	60,000		2/11/08
Harning, Steven	WRN	Salary	Manufacturing Engineering	Engineer, Manufacturing	80,385		5/18/98
Hayward, Timothy M.	WRN	Salary	Production Area 2	Supervisor, Production	60,000		7/14/08
Joseph, Raymond	WRN	Salary	Production Area 1	Foreman, General	81,042		9/3/97
Kolleda, Linda K.	WRN	Salary	Production Area 2	Supervisor, Production	86,764		2/11/02
Koller, Sherry E.	WRN	Salary	Quality	Manager, Quality	122,740	4,800	6/17/02
Kosciolek, Kevin P.	WRN	Salary	Production Area 1	Manager, Area	109,200		3/18/02
Laforme, Laura	WRN	Salary	Materials	Scheduler, Material	55,578		9/2/97
Lutz, Kenneth	WRN	Salary	Production Area 1	Foreman, General	70,983		1/5/04
Lynn, Donald L.	WRN	Salary	Plant Administration	Manager, Program	76,660		2/13/05
Martin, Tuwanda	WRN	Salary	Quality	Engineer, Quality	78,285		10/29/07
Mathews, Laura	WRN	Salary	Materials	Supervisor, Materials	62,520		5/24/04
McLemore, Timothy A.	WRN	Salary	Production Area 1	Supervisor, Production	61,872		2/17/03
Miller, Jeffrey A.	WRN	Salary	Production Area 2	Manager, Operations	127,582	4,200	1/25/90
Piner, Timothy M.	WRN	Salary	Production Area 1	Supervisor, Production	50,000		11/19/04
Rozkowski-Wilson, Mira	WRN	Salary	Quality	Engineer, Sr. Quality	88,313		6/29/06
Schroeder, Brian	WRN	Salary	Materials	Supervisor, Assistent S&r	45,000		10/3/05
Smith, Gerald S.	WRN	Salary	Production Area 2	Foreman, General	76,493		9/20/04
Steger, Aminah A.	WRN	Salary	Quality	Supervisor, Quality	75,130		6/18/07
Stewart, Leslie A.	WRN	Salary	Quality	Rep. Customer Service	58,884		8/13/01
Suttle, Bernard	WRN	Salary	Production Area 1	Foreman, General	75,409		8/21/95

Scenario 2			
Flat 3, 3 weeks			
Adjusted Weeks	Salary	Welfare	Adjusted Incentive
3.0 Hourly			
3.0	1,936		1,936
3.0	1,510		1,510
3.0	1,182		1,182
3.0	1,146		1,146
3.0	1,936		1,936
3.0	1,146		1,146
3.0	1,434		1,434
3.0	1,882		1,882
3.0	1,936		1,936
3.0	1,434		1,434
3.0	1,146		1,146
3.0	1,182		1,182
3.0	1,146		1,146
3.0	1,182		1,182
3.0	1,882		1,882
3.0	2,772		2,772
3.0	1,936		1,936
3.0	1,434		1,434
3.0	3,450		3,450
3.0	3,572		3,572
3.0	5,019		5,019
3.0	4,214		4,214
3.0	4,029		4,029
3.0	3,119		3,119
3.0	3,278		3,278
3.0	3,860		3,860
3.0	2,596		2,596
3.0	6,346		6,346
3.0	3,546		3,546
3.0	3,577		3,577
3.0	3,931		3,931
3.0	4,615		4,615
3.0	3,462		3,462
3.0	4,638		4,638
3.0	3,462		3,462
3.0	4,676		4,676
3.0	5,006		5,006
3.0	7,081		7,081
3.0	6,300		6,300
3.0	3,206		3,206
3.0	4,095		4,095
3.0	4,423		4,423
3.0	4,516		4,516
3.0	3,607		3,607
3.0	3,570		3,570
3.0	7,361		7,361
3.0	2,885		2,885
3.0	5,095		5,095
3.0	2,596		2,596
3.0	4,413		4,413
3.0	4,334		4,334
3.0	3,397		3,397
3.0	4,351		4,351

Laser Welding

Name	Co.	Pay	Dept.	Job Title	Annual Salary	Bus. Allow	Seniority Date
Tepes, Benjamin	WRN	Salary	Manufacturing Engineering	Supervisor, Maintn Asst	74,484		8/22/01
Williams, Keith	WRN	Salary	Production Area 1	Supervisor, Production	60,873		11/14/05
Yanasak, Thomas E.	WRN	Salary	Materials	Supervisor, S & R	62,942		5/12/97
Totals					8,906,359		
Grand Total					13,621,210		

Scenario 2			
Flat 3, 3 weeks			
Adjusted Weeks	Salary	Welfare	Adjusted Incentive
3.0	Hourly		
3.0	4,297		4,297
3.0	3,512		3,512
3.0	3,631		3,631
	513,828	-	513,828
	751,572	-	751,572
Hourly	517,315		517,315
Salary	234,257		234,257